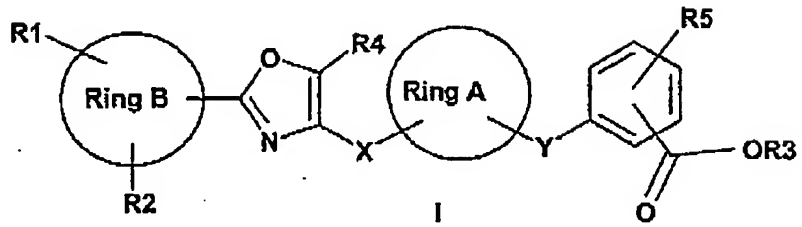
1. (original) A compound of the formula I



I

wherein

Ring A is (C_3-C_8)-cycloalkanediyl or (C_3-C_8)-cycloalkenediyl, wherein one or more carbon atoms in said (C_3-C_8)-cycloalkanediyl and (C_3-C_8)-cycloalkenediyl groups is optionally replaced by oxygen atoms;

Ring B is a) phenyl; or

b) (C_3-C_8)-cycloalkyl, an 8-, 9-, 10, 11-, 12-, 13- or 14-membered aromatic ring, or a 5-, 6-, 7-, 8-, 9-, 10-, 11- or 12-membered heteroaromatic ring optionally containing one, two, three or four heteroatoms selected from the group consisting of N, O and S;

R1 is a) in the case where ring B is selected from a) above:
SCF_3, OCF_2-CHF_2, O-phenyl or O-(C_1-C_6)-alkyl-O-(C_1-C_3)-alkyl;

b) in the case where ring B is selected from b) above:
H, F, Cl, Br, OH, NO_2, CF_3, OCF_3, OCF_2-CF_3, SCF_3, OCF_2-CHF_2, O-phenyl, (C_1-C_6)-alkyl, O-(C_1-C_6)-alkyl or O-(C_1-C_6)-alkyl-O-(C_1-C_3)-alkyl;

c) in the case ring B is selected from a) above and R4 is phenyl:
(C_1-C_6)-alkyl or O-(C_1-C_6)-alkyl;

R2 is H or CF_3;

R4 is a) in the case where ring B is selected from a) above:
phenyl;

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b) in the case where ring B is selected from b) above:
H, F, Cl, Br, OH, NO_2, CF_3, OCF_3, (C_1-C_6)-alkyl or O-(C_1-C_6)-alkyl;

c) in the case ring B is selected from a) above and R1 is selected from a) above:
(C_1-C_6)-alkyl;

R5 is H, F, Cl, Br, OH, NO_2, CF_3, OCF_3, (C_1-C_6)-alkyl or O-(C_1-C_6)-alkyl;

R3 is H or (C_1-C_6)-alkyl;

X is (C_1-C_6)-alkanediyl, wherein one or more carbon atoms in said (C_1-C_6)-alkanediyl group are optionally replaced by oxygen atoms;

Y is (C_1-C_6)-alkanediyl, wherein one or more carbon atoms in said (C_1-C_6)-alkanediyl group are optionally replaced by oxygen atoms;

and pharmaceutically acceptable salts thereof.

2. (currently amended) The compound of Claim I wherein:

Ring A is (C_3-C_8)-cycloalkanediyl or (C_3-C_8)-cycloalkenediyl, wherein one or more carbon atoms in said (C_3-C_8)-cycloalkanediyl and (C_3-C_8)-cycloalkenediyl groups are optionally replaced by oxygen atoms;

Ring B is a) phenyl; or

b) (C_3-C_8)-cycloalkyl, an 8-, 9-, 10, 11-, 12-, 13- or 14-membered aromatic ring, or a 5-, 6-, 7-, 8-, 9-, 10-, 11- or 12-membered heteroaromatic ring optionally containing one, two, three or four heteroatoms selected from the group consisting of N, O and S;

R1 is a) in the case where ring B is selected from a) above:
SCF_3, OCF_2-CHF_2, O-phenyl or O-(C_1-C_6)-alkyl-O-(C_1-C_3)-alkyl;

b) in the case where ring B is selected from b) above:

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H, F, Cl, Br, OH, NO_2, CF_3, OCF_3, OCF_2-CF_3, SCF_3, OCF_2-CHF_2, O-phenyl, (C_1-C_6)-alkyl, O-(C_1-C_6)-alkyl or O-(C_1-C_6)-alkyl-O-(C_1-C_3)-alkyl;

c) in the case where ring B is selected from a) above and R4 is phenyl:
(C_1-C_6)-alkyl or O-(C_1-C_6)-alkyl;

R2 is H or CF_3;

R4 is a) in the case where ring B is selected from a) above:
phenyl;

b) in the case where ring B is selected from b) above:
H, F, Cl, Br, OH, NO_2, CF_3, OCF_3, (C_1-C_6)-alkyl or O-(C_1-C_6)-alkyl;

c) in the case where ring B is selected from a) above and R1 is selected from a) above:
(C_1-C_6)-alkyl;

R5 is H, F, Cl, Br, OH, NO_2, CF_3, OCF_3, (C_1-C_6)-alkyl or O-(C_1-C_6)-alkyl;

R3 is H or (C_1-C_6)-alkyl;

X is CH_2-O;

Y is (C_1-C_6)-alkanediyl, wherein one or more carbon atoms in said (C_1-C_6)-alkanediyl group are optionally replaced by oxygen atoms.

3. (original) The compound of Claim 2 wherein:

Ring A is (C_3-C_8)-cycloalkanediyl wherein one carbon atom therein is optionally replaced by an oxygen atom;

Ring B is a) phenyl; or

b) (C_3-C_8)-cycloalkyl, an 8-, 9-, 10-, 11-, 12-, 13- or 14-membered aromatic ring, or a 5-, 6-, 7-, 8-, 9-, 10-, 11- or 12-membered heteroaromatic ring optionally

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containing one, two, three or four heteroatoms selected from the group consisting of N, O and S;

R1 is a) in the case where ring B is selected from a) above:
SCF_3, OCF_2-CHF_2, O-phenyl or O-(C_1-C_6)-alkyl-O-(C_1-C_3)-alkyl;

b) in the case where ring B is selected from b) above:
H, F, Cl, Br, OH, NO_2, CF_3, OCF_3, OCF_2-CF_3, SCF_3, OCF_2-CHF_2, O-phenyl, (C_1-C_6)-alkyl, O-(C_1-C_6)-alkyl or O-(C_1-C_6)-alkyl-O-(C_1-C_3)-alkyl;

c) in the case where ring B is selected from a) above and R4 is phenyl:
(C_1-C_6)-alkyl or O-(C_1-C_6)-alkyl;

R2 is H or CF_3;

R4 is a) in the case where ring B is selected from a) above:
phenyl;

b) in the case where ring B is selected from b) above:
H, F, Cl, Br, OH, NO_2, CF_3, OCF_3, (C_1-C_6)-alkyl or O-(C_1-C_6)-alkyl;

c) in the case where ring B is selected from a) above and R1 is selected from a) above:
(C_1-C_6)-alkyl;

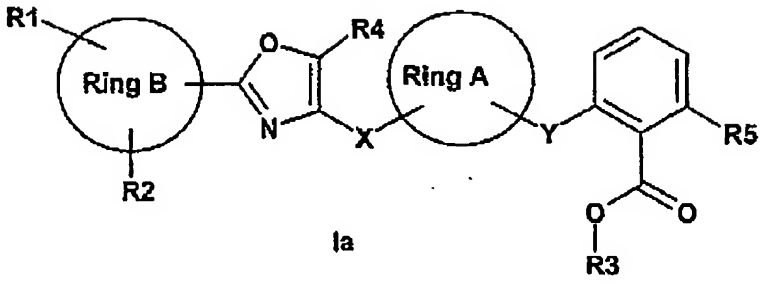
R5 is H, F, Cl, Br, OH, NO_2, CF_3, OCF_3, (C_1-C_6)-alkyl or O-(C_1-C_6)-alkyl;

R3 is H or (C_1-C_6)-alkyl;

X is CH_2-O;

Y is CH_2-O.

4. (original) The compound of Claim 1 which has the formula Ia



Ia

wherein ring A, ring B, R1, R2, R3, R4, R5, X and Y are as defined in Claim 1.

5. (original) The compound of Claim 4 wherein:

R3 is H; and

R5 is methyl.

6. (original) The compound of Claim 5 wherein:

Ring A is $(C_5\text{-}C_7)$-cycloalkanediyl;

Ring B is a) phenyl; or

b) $(C_3\text{-}C_8)$-cycloalkyl, an 8-, 9-, 10-, 11-, 12-, 13- or 14-membered aromatic ring, or a 5-, 6-, 7-, 8-, 9-, 10-, 11- or 12-membered heteroaromatic ring optionally containing one, two, three or four heteroatoms selected from the group consisting of N, O and S;

R1 is a) in the case where ring B is selected from a) above:
SCF_3, $OCF_2\text{-}CHF_2$, O-phenyl or O-$(C_1\text{-}C_6)$-alkyl-O-$(C_1\text{-}C_3)$-alkyl;

b) in the case where ring B is selected from b) above:
H, F, Cl, Br, OH, NO_2, CF_3, OCF_3, $OCF_2\text{-}CF_3$, SCF_3, $OCF_2\text{-}CHF_2$, O-phenyl, $(C_1\text{-}C_6)$-alkyl, O-$(C_1\text{-}C_6)$-alkyl or O-$(C_1\text{-}C_6)$-alkyl-O-$(C_1\text{-}C_3)$-alkyl;

c) in the case where ring B is selected from a) above and R4 is phenyl:
$(C_1\text{-}C_6)$-alkyl or O-$(C_1\text{-}C_6)$-alkyl;

R2 is H or CF_3;

R4 is a) in the case where ring B is selected from a) above:
phenyl;

b) in the case where ring B is selected from b) above:
H, F, Cl, Br, OH, NO_2, CF_3, OCF_3, $(C_1$-$C_6)$-alkyl or O-$(C_1$-$C_6)$-alkyl;

c) in the case where ring B is selected from a) above and R1 selected from a) above:
$(C_1$-$C_6)$-alkyl;

R5 is methyl;

R3 is H;

X is CH_2-O;

Y is CH_2-O.

7. (original) The compound of Claim 6 wherein the central cycloalkanediyl ring is attached 1,3-cis.

8. (original) A pharmaceutical composition comprising a pharmaceutically acceptable carrier and one or more compounds of Claim 1.

9. (original) The pharmaceutical composition of Claim 6 further comprising at least one additional active ingredient.

10. (original) The pharmaceutical composition of Claim 9 wherein said additional active ingredient has favorable effects on metabolic disturbances or disorders.

11. (original) The pharmaceutical composition of Claim 9 wherein said additional active ingredient is an antidiabetic.

12. (original) The pharmaceutical composition of Claim 9 wherein said additional active ingredient is a lipid modulator.

13. (withdrawn) A method of treating disorders of fatty acid metabolism and glucose utilization comprising administering to a patient in need thereof a therapeutically effective amount of a compound of Claim 1.

14. (withdrawn and amended) A method of treating disorders of insulin resist[e]ance comprising administering to a patient in need thereof a therapeutically effective amount of a compound of Claim 1.

15. (withdrawn and amended) A method of treating diabetes mellitus including the prevention of the sequelae associated therewith comprising administering to a patient in need thereof a therapeutically effective amount of a compound of Claim 1.

16. (withdrawn and amended) A method of treating dyslipidemia and sequelae associated therewith comprising administering to a patient in need thereof a therapeutically effective amount of a compound of Claim 1.

17. (withdrawn) A method of treating metabolic syndrome and conditions associated therewith comprising administering to a patient in need thereof a therapeutically effective amount of a compound of Claim 1.

18. (withdrawn) A method of treating disorders of fatty acid metabolism and glucose utilization comprising administering to a patient in need thereof a therapeutically effective amount of a compound of Claim 1 in combination with at least one further active compound.

19. (withdrawn) A method of treating disorders of insulin resistance comprising administering to a patient in need thereof a therapeutically effective amount of a compound of Claim 1 in combination with at least one further active compound.